

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF TEXAS

In re: KATERRA INC., et al.

Debtor(s)

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Case No. 21-31861

Lead Case No. 21-31861

☒ Jointly Administered

**Post-confirmation Report**

Chapter 11

Quarter Ending Date: 12/31/2022

Petition Date: 06/06/2021

Plan Confirmed Date: 10/21/2021

Plan Effective Date: 10/29/2021

This Post-confirmation Report relates to: ☐ Reorganized Debtor

☒ Other Authorized Party or Entity: Plan Administrator

Name of Authorized Party or Entity

/s/ Daniel R. Williams

Signature of Responsible Party

01/11/2023

Date

Daniel R. Williams, Plan Administrator

Printed Name of Responsible Party

3101 N Central Ave, Ste 670, Phoenix, AZ 85012

Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Debtor's Name KATERRA INC., et al.

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**Part 1: Summary of Post-confirmation Transfers**

	Current Quarter	Total Since Effective Date
a. Total cash disbursements	\$13,158,915	\$54,900,442
b. Non-cash securities transferred	\$0	\$0
c. Other non-cash property transferred	\$0	\$0
d. Total transferred (a+b+c)	\$13,158,915	\$54,900,442

**Part 2: Preconfirmation Professional Fees and Expenses**

a.			Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative	
	Professional fees & expenses (bankruptcy) incurred by or on behalf of the debtor <i>Aggregate Total</i>		\$0	\$45,310,177	\$0	\$45,310,169	
	<i>Itemized Breakdown by Firm</i>						
		Firm Name	Role				
	i	Prime Clerk LLC	Other	\$0	\$1,699,305	\$0	\$1,699,305
	ii	Kirkland & Ellis LLP	Lead Counsel	\$0	\$12,920,192	\$0	\$12,920,192
	iii	Jackson Walker LLP	Co-Counsel	\$0	\$862,588	\$0	\$862,588
	iv	Alvarez & Marsal North Ameri	Financial Professional	\$0	\$12,947,996	\$0	\$12,947,996
	v	Houlihan Lokey Capital Inc.	Financial Professional	\$0	\$12,762,583	\$0	\$12,762,583
	vi	Fox Rothschild LLP	Other	\$0	\$2,318,125	\$0	\$2,318,117
	vii	FTI Consulting Inc.	Financial Professional	\$0	\$1,799,388	\$0	\$1,799,388
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b.			Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative
	Professional fees & expenses (nonbankruptcy) incurred by or on behalf of the debtor		\$0	\$554,339	\$0	\$554,339
	<i>Aggregate Total</i>					
	<i>Itemized Breakdown by Firm</i>					
	Firm Name	Role				
i	BDO USA LLP	Financial Professional	\$0	\$99,000	\$0	\$99,000
ii	KPMG LLP	Financial Professional	\$0	\$455,339	\$0	\$455,339
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c.	All professional fees and expenses (debtor & committees)			\$0	\$45,864,515	\$0	\$45,864,507

**Part 3: Recoveries of the Holders of Claims and Interests under Confirmed Plan**

	Total Anticipated Payments Under Plan	Paid Current Quarter	Paid Cumulative	Allowed Claims	% Paid of Allowed Claims
a. Administrative claims	\$0	\$0	\$1,104,427	\$0	0%
b. Secured claims	\$0	\$0	\$31,090	\$0	0%
c. Priority claims	\$0	\$7,880,118	\$8,558,770	\$0	0%
d. General unsecured claims	\$0	\$0	\$0	\$0	0%
e. Equity interests	\$0	\$0	\$0		

**Part 4: Questionnaire**a. Is this a final report? Yes ☐ No ☒

If yes, give date Final Decree was entered: \_\_\_\_\_

If no, give date when the application for Final Decree is anticipated: \_\_\_\_\_

b. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930? Yes ☒ No ☐

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**Privacy Act Statement**

28 U.S.C. § 589b authorizes the collection of this information and provision of this information is mandatory. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6) and to otherwise evaluate whether a reorganized chapter 11 debtor is performing as anticipated under a confirmed plan. Disclosure of this information may be to a bankruptcy trustee when the information is needed to perform the trustee's duties, or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." *See* 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: [http://www.justice.gov/ust/eo/rules\\_regulations/index.htm](http://www.justice.gov/ust/eo/rules_regulations/index.htm). Failure to provide this information could result in the dismissal or conversion of your bankruptcy case, or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

**I declare under penalty of perjury that the foregoing Post-confirmation Report and its attachments, if any, are true and correct and that I have been authorized to sign this report.**

/s/ Daniel R. Williams

Signature of Responsible Party

Plan Administrator

Title

Daniel R. Williams

Printed Name of Responsible Party

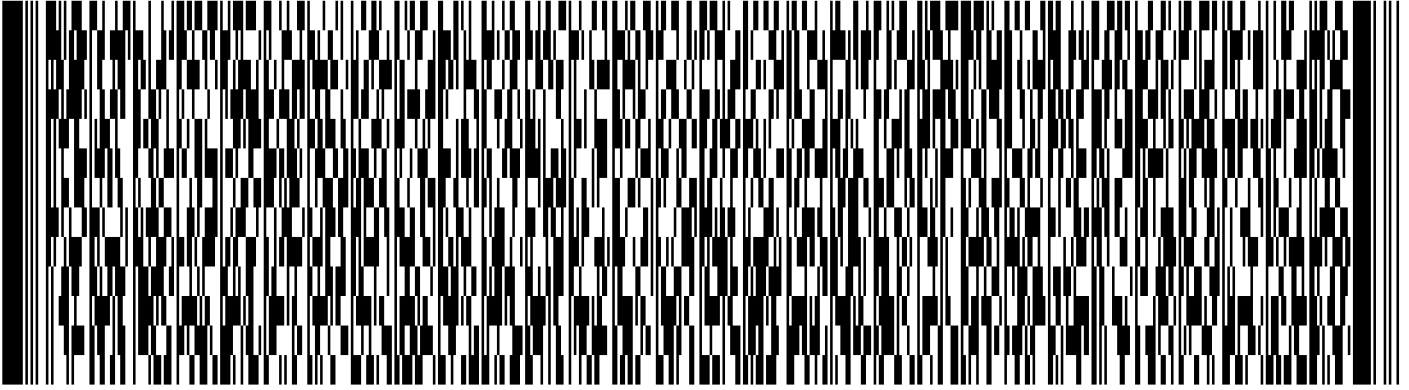
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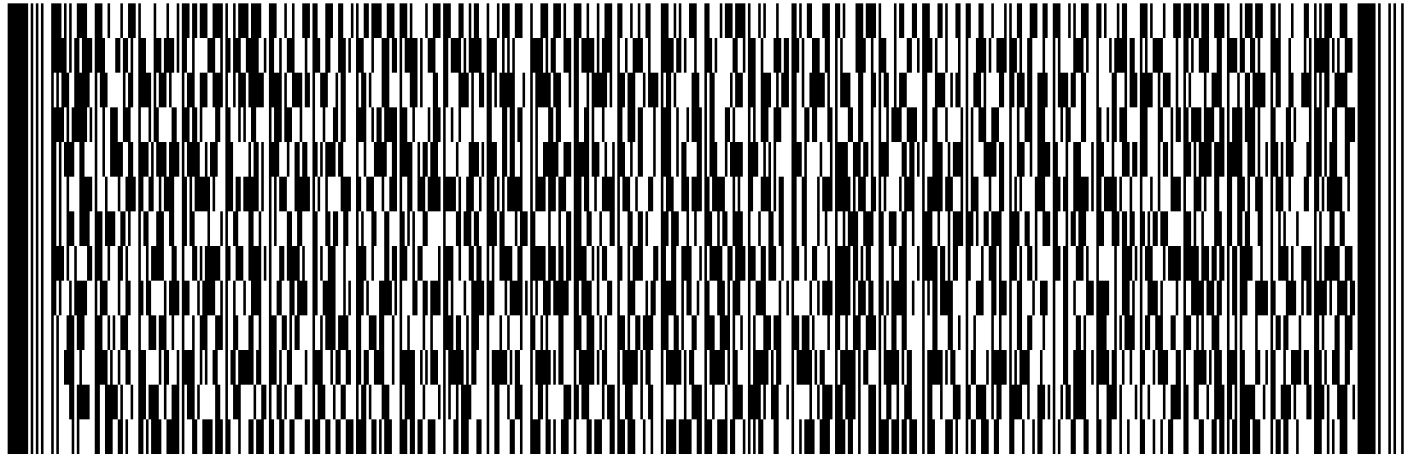


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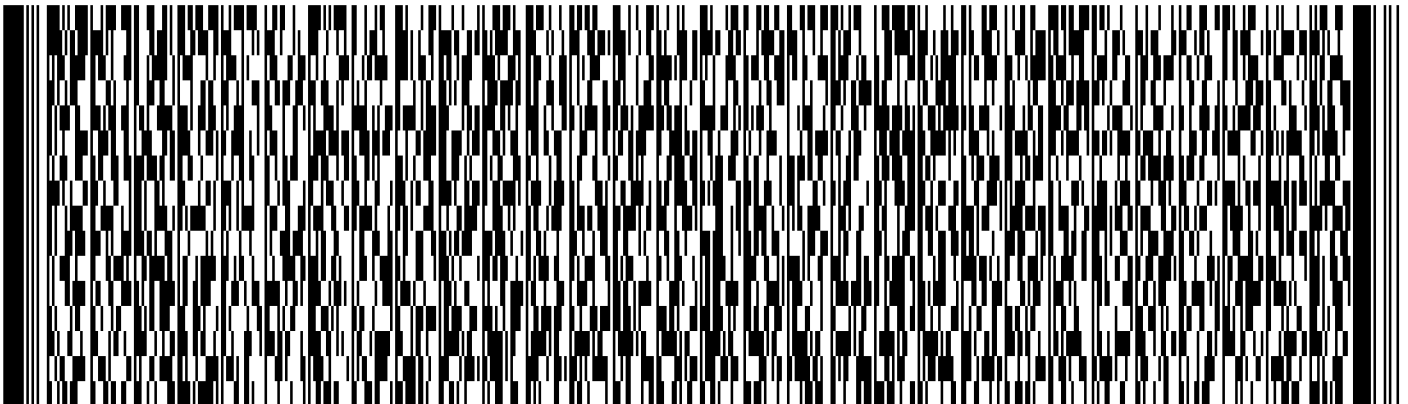
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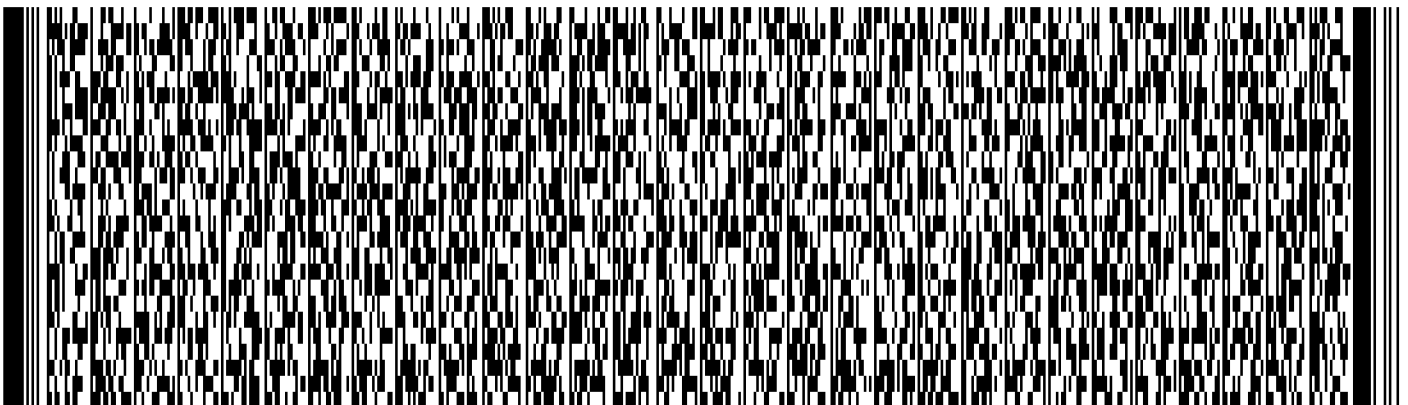
Page 1



Other Page 1



Page 2 Minus Tables



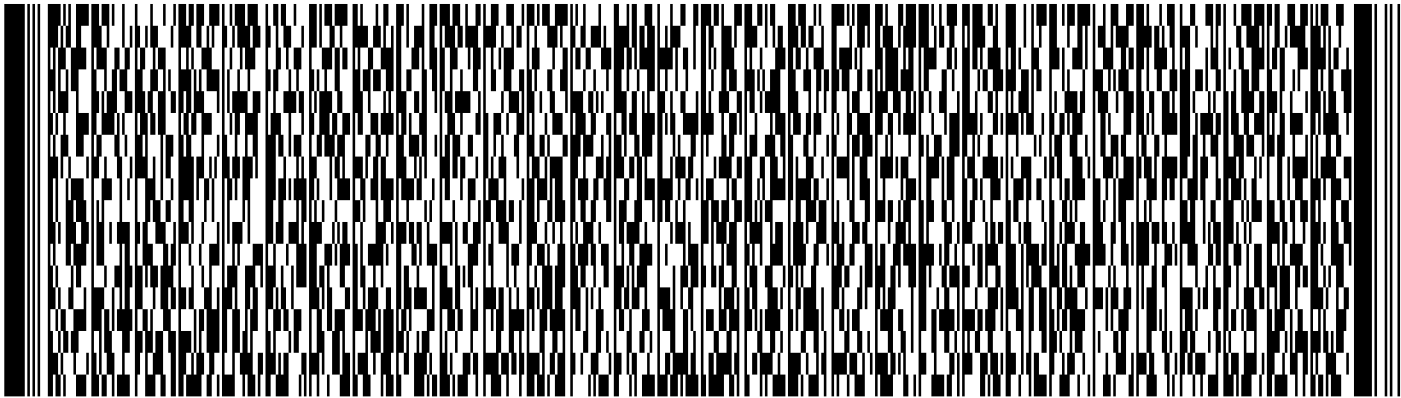
Bankruptcy Table 1-50

Debtor's Name KATERRA INC., et al.

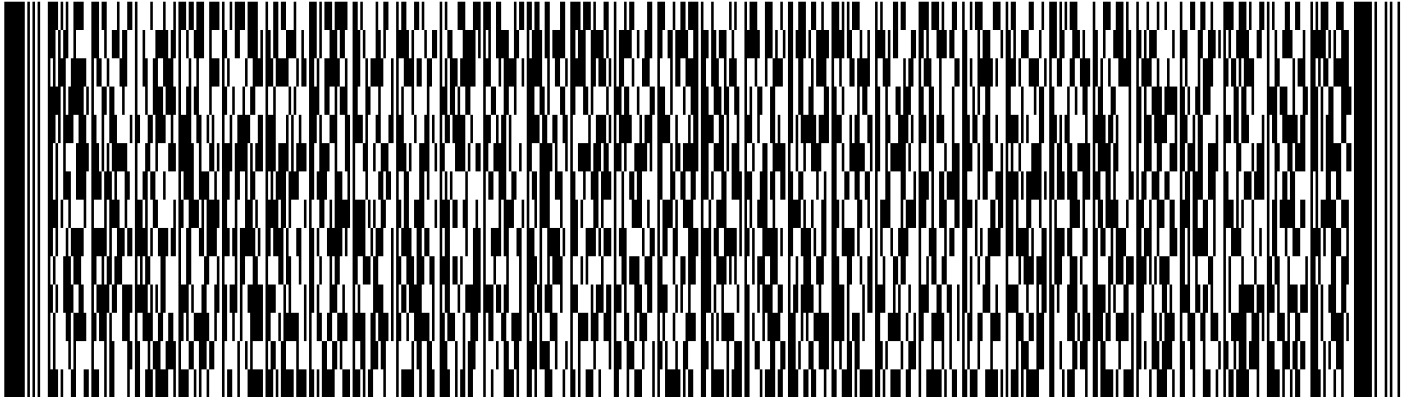
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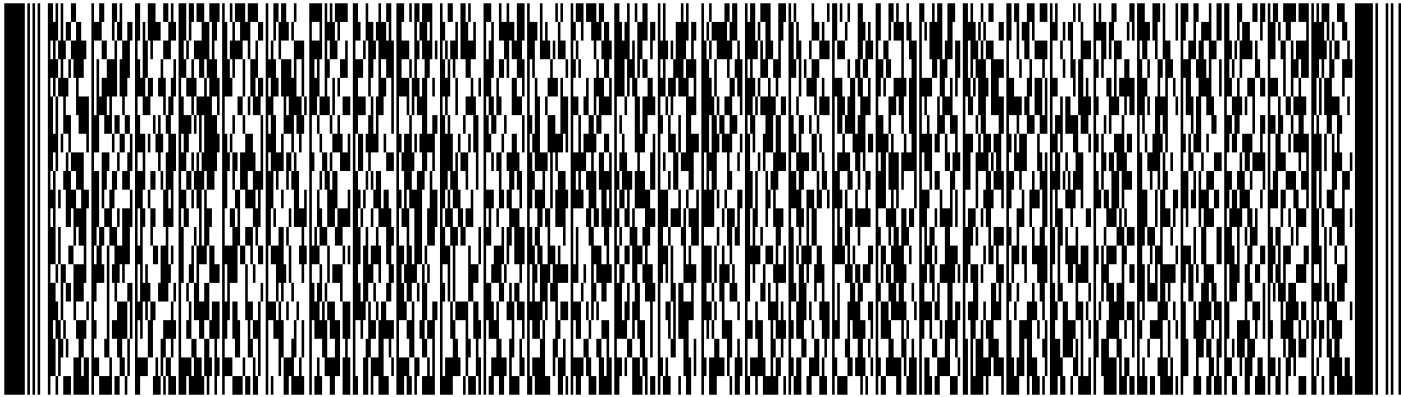
Bankruptcy Table 51-100



Non-Bankruptcy Table 1-50



Non-Bankruptcy Table 51-100



Part 3, Part 4, Last Page

Katerra Inc., et al.

**Calculation of Q4 2022 Fees Due to the US Trustee****FEE SCHEDULE FOR CALENDAR QUARTERS BEGINNING  
APRIL 1, 2021 THROUGH DECEMBER 31, 2025**

The Bankruptcy Administration Improvement Act of 2020, Pub. L. No. 116-325, enacted on January 12, 2021, temporarily amended the calculation of chapter 11 quarterly fees for calendar quarters beginning April 1, 2021 through December 31, 2025. Under this amendment, the quarterly fee payable for a calendar quarter shall be the greater of: (1) 0.4% of disbursements or \$250 for each quarter in which disbursements total less than \$1,000,000, and (2) 0.8% of disbursements but not more than \$250,000 for each quarter in which disbursements total at least \$1,000,000. The following table displays the disbursement ranges and quarterly fees under the amended quarterly fee schedule for calendar quarters beginning April 1, 2021 through December 31, 2025.

TOTAL QUARTERLY DISBURSEMENTS	QUARTERLY FEE
\$0 to \$62,624	\$250
\$62,625 to \$999,999	0.4% of quarterly disbursements
\$1,000,000 to \$31,249,937	0.8% of quarterly disbursements
\$31,249,938 or more	\$250,000

Source: <https://www.justice.gov/ust/chapter11quarterlyfees>

Case No.	Account No.	Debtor Entity	FEIN	Total Disbursements	Fee Rate	Fee
21-31861	4142131861	Katerra Inc.	47-2918559	\$ 13,038,161	0.80%	\$ 104,305
21-31860	4142131860	CAPGro Construction Management, LLC	80-0188132	-	Flat	250
21-31862	4142131862	Katerra Inc. (Cayman)	98-1222720	107,937	0.40%	432
21-31863	4142131863	AlgoSquare Inc.	47-4395183	-	Flat	250
21-31864	4142131864	Katerra Architecture LLC	38-4008567	-	Flat	250
21-31865	4142131865	Edge @ LoHi, LLC	61-1895529	-	Flat	250
21-31866	4142131866	Katerra Construction LLC	30-0926077	5,096	Flat	250
21-31867	4142131867	Hillsboro 1 Project LLC	84-4061467	-	Flat	250
21-31868	4142131868	Katerra Engineering LLC	38-4052151	-	Flat	250
21-31869	4142131869	Katerra Pearson Ranch Investment LLC	84-3687491	123	Flat	250
21-31870	4142131870	Lord, Aeck & Sargent, Inc.	58-1532906	110	Flat	250
21-31871	4142131871	Katerra Pegasus RiNo Investment LLC	84-3577468	-	Flat	250
21-31872	4142131872	Hillsboro 1 Project MM LLC	84-4999446	-	Flat	250
21-31873	4142131873	Katerra XSC Houston Investment LLC	84-3562760	-	Flat	250
21-31874	4142131874	Katerra RO2 Knipe Village Investment LLC	84-4267103	120	Flat	250
21-31875	4142131875	Apollo Technologies, Inc.	85-1939922	-	Flat	250
21-31876	4142131876	Hillsboro 2 Project LLC	84-4073733	-	Flat	250
21-31877	4142131877	Kirkland 1 Project LLC	84-4035291	-	Flat	250
21-31878	4142131878	Kirkland 1 Project MM LLC	84-4966714	-	Flat	250
21-31879	4142131879	Hillsboro 2 Project MM LLC	84-5017601	-	Flat	250
21-31880	4142131880	Bristlecone 28th Ave, LLC	38-4091457	-	Flat	250
21-31881	4142131881	Perimeter Building Services LLC	47-2305935	-	Flat	250
21-31882	4142131882	Kirkland 2 Project LLC	84-4046634	-	Flat	250
21-31883	4142131883	Bristlecone Residential, LLC	81-4126491	-	Flat	250
21-31884	4142131884	Katerra Affordable Housing, LLC	85-2962761	-	Flat	250
21-31885	4142131885	Construction Assurance Ltd.	Exempt-Cayman	-	Flat	250
21-31886	4142131886	Roots Software, LLC	81-1644839	-	Flat	250
21-31887	4142131887	Kirkland 2 Project MM LLC	84-4982871	-	Flat	250
21-31888	4142131888	Dangoo Electronics (USA) Co. Ltd.	47-4221455	7,249	Flat	250
21-31889	4142131889	Skyview Concrete LLC	82-5076363	-	Flat	250
21-31890	4142131890	UEB Builders, Inc.	20-3509434	120	Flat	250
21-31891	4142131891	Valpico Glenbriar Apartments LLC	84-2251878	-	Flat	250
21-31892	4142131892	WM Aviation, LLC	80-0913736	-	Flat	250
<b>Total</b>				<b>\$ 13,158,915</b>		<b>\$ 112,487</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**Case Name:** KATERRA INC., et al.  
**Lead Case Number:** 21-31861  
**Petition Date:** June 6, 2021

**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS AND  
DISCLAIMERS REGARDING THE DEBTORS' POST-CONFIRMATION REPORT**

On June 6, 2021, Katerra Inc. and its affiliates (collectively, the "Debtors") each filed a voluntary petition under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the "Court"), thereby commencing these chapter 11 cases (collectively, the "Chapter 11 Cases"). On June 7, 2021, the Bankruptcy Court entered an order authorizing the joint administration of these cases pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1.

On October 21, 2021, the Court signed the *Order (I) Approving the Disclosure Statement and (II) Confirming the Amended Joint Chapter 11 Plan of Katerra Inc. and its Debtor Subsidiaries*, which appointed Daniel R. Williams of J.S. Held LLC as the Plan Administrator effective October 29, 2021 (the "Effective Date").

1. **General Methodology.** The Plan Administrator is filing the Debtors' combined Post-Confirmation Report ("PCR") in compliance with the quarterly post-confirmation reporting requirements applicable in the Debtors' chapter 11 cases. The financial information contained herein is unaudited, limited in scope, and not prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). There can be no assurance that such information is complete, and the PCR may be subject to revision. The following notes, statements, and limitations should be referred to, and referenced in connection with, any review of the PCR.
2. **Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. This financial information should be evaluated in light of the purposes for which it was prepared.
3. **Reservation of Rights.** The Plan Administrator reserves all rights to amend or supplement the PCR as may be necessary or appropriate but shall be under no obligation to do so. Nothing contained in this PCR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.
4. **Transactions.** The Plan Administrator relied on financial data derived from the Debtors' books and records that was available at the time of preparation and made reasonable efforts to supplement the information concerning transactions that may not have been identified therein. Subsequent information or discovery may result in material changes to the PCR. Notwithstanding any such discovery, the Plan Administrator does not undertake any obligation or commitment to update this PCR. As of the report date, the accompanying financial information is subject to change.
5. **Cash Disbursements by Debtor Entity.** The Plan Administrator hereby submits a single consolidated PCR for all Debtors. In the interest of full disclosure, the Plan Administrator has

attached a summary of the disbursements made by each Debtor. Of the thirty-three Debtor entities, only eight Debtors made disbursements during the quarter reported herein.

6. **Recoveries of the Holders of Claims and Interests under Confirmed Plan.** At this time, the Plan Administrator is unable to estimate the total anticipated payments to be made under the Plan or the total claims that will ultimately be allowed. Such estimates would be premature and subject to significant change. Therefore, for the purposes of this PCR, the Plan Administrator has entered zeros in the “Total Anticipated Payments Under Plan” and “Allowed Claims” columns of Part 3 of the PCR form.
7. **Anticipated Date of Final Decree.** The Plan Administrator is currently unable to anticipate when the application for Final Decree will be filed. Therefore, for the purposes of this PCR, the Plan Administrator has left this field blank in Part 4 of the PCR form.